FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate
		Submitted 05/04/2000 at 05:05PM
		File Number: 0000118641

1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

#### Type of Transaction

3a) Is this a pro forma assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a pro forma transaction being filed under the Commission's forbearan procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5) Does this filing request a waiver of the Commission's rules? No
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that a included on this form and for which Commission approval is required? Yes

#### **Transaction Information**

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: Voluntary

#### Licensee/Assignor Information

10a) Taxpayer Identification Number	er:		(10b) SGIN: 000
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individua	l): Georgia RSA	No. 1 Limited Partners	ship
13) Attention To: Charles Feathers	tun		
14) P.O. Box:	And / Or	15) Street Address: 11	55 Peachtree Street, N.E., Suite 1700
16) City: Atlanta		17) State: GA	[18) Zip: 30309-3610
19) Telephone Number: <b>(404)24</b> 9-3	855	20) FAX: (404)249-566	54
21) E-Mail Address: Charles.Feath	erstun@bellso	uth.com	

## 22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	IHISDADIC OF LATIDO	Not Hispanic or Latino:			
Gender:	Female:	Male:			

## Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number	per:		23b) SGIN: 000	
24) First Name (if individual):	MI:	Last Name:	Suffix:	
25) Entity Name (if not an individu	al): BellSouth C	Corporation		
26) P.O. Box:	And / Or	27) Street Address: 11	55 Peachtree Street, N.E., Suite 1700	
28) City: Atlanta		29) State: GA	30) Zip: 30309-3610	
31) Telephone Number: (404)249	-3855	32) FAX: (404)249-56	64	
33) E-Mail Address: Charles.Feat	therstun@bells	outh.com		

## Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Charles	MI: P	Last Name: Featherstun	Suffix:
35) Company Name: BellSou	th Corporation		
36) P.O. Box:	And / Or	37) Street Address: 1155 Peacht	ree Street, N.E., Suite 1700
38) City: Atlanta		39) State: GA	40) Zip: 30309-3610
41) Telephone Number: (404):	249-3855	42) FAX: (404)249-5664	
43) E-Mail Address: Charles.			

## Assignee/Transferee Information

44) The Assignee is a(n): Limited				
45a) Taxpayer Identification Numb	er:		(45b) SGIN: 000	
46) First Name (if individual):	MI:	Last Name:	Suffix:	
47) Entity Name (if other than indiv	idual): Alloy LLC			
48) Name of Real Party in Interest			49) TIN:	
50) Attention To:				
51) P.O. Box:	And / Or	52) Street Address: 115	Peachtree St., N.E., Ste. 1700	
53) City: Atlanta		54) State: GA	55) Zip: 30309	
56) Telephone Number: (404)249-	3855	57) FAX: (404)249-5664		
58) E-Mail Address: charles.feath	erstun@bellsou	th.com		

## Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Charles	MI:	Last Name: Featherstun	Suffix:
60) Company Name:			
61) P.O. Box:	And / Or	62) Street Address: 1155 Peachtree	e St., N.E., Ste. 1700
63) City: Atlanta		64) State: GA	65) Zip: <b>3030</b> 9
66) Telephone Number: (404)24	19-3855	67) FAX: (404)249-5664	
68) E-Mail Address: charles.featherstun@bellsou		ıth.com	

## **Alien Ownership Questions**

then officions account	
69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

#### **Basic Qualification Questions**

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

## 78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

## **Assignor/Transferor Certification Statements**

transferred until the consent of the Federa	al Communica ct to streamlin	e authorization will not be assigned or that constituents Commission has been given, or (2) that ed notification procedures for proforma assion and Order, 13 FCC Rod. 6293(1998).	t prior Commission consent is no
		ts made in this application and in the exhibit application, and are true, complete, correct, a	
79) Typed or Printed Name of Party Author	orized to Sign		
First Name: Charles	MI: P	Last Name: Featherstun	Suffix:
80) Title: Duly Authorized Employee			
Signature: Charles P Featherstun		81) Date: <b>05/04/00</b>	

## Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is no required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998). 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as agains' the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests ar authorization in accordance with this application. 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.\* If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request. 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accured by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment. 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification. 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules. 82) Typed or Printed Name of Party Authorized to Sign Last Name: Watts First Name: Wayne 83) Title: Secretary 84) Date: 05/04/00 Signature: Wayne Watts

#### Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KNKN697					
WHD265					
WHD266					
WHD267					
WMS449				•	
WMS789					
WPNH396					

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

FCC Form 603
Schedule A
Schedule for Assignments of Authorization
and Transfers of Control in Auctioned Services
See instructions for public burden estimate

#### **Assignments of Authorization**

If 'Yes', is the Assignee applying for installment payments?

#### 1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

## 2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues	l 1		l : it
1	Year 2 Gross Revenues	I Year 3 Gross Revenues	Total Assets:
(current)			
	·	·	<u> </u>

#### 3) Certification Statements

#### For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

#### For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Public Traded Corporation, as set out in the applicable FCC rules.

#### For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

## For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

#### For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

#### **Transfers of Control**

#### 4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

#### Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

#### **Attachment List**

Attachment Type	Date	Description	Contents
Other	04/25/00	Lead Application Information	17560534.0.pdf

## **Lead Application Information**

This application is one of a group of applications being filed in connection with the transfer of licenses, which are ultimately held by BellSouth Corporation and SBC Communications Inc., to Alloy LLC. Applicants have designated the transfer of control application being filed concurrently for Abilene SMSA Limited Partnership (call sign KNKA559) as the lead application for the transaction. Accordingly, Applicants hereby incorporate by reference Exhibits 1-3 of the lead application.

1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

#### Type of Transaction

- 3a) Is this a pro forma assignment of authorization or transfer of control? No
- 3b) If the answer to Item 3a is 'Yes', is this a notification of a pro forma transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
- 4) For assignment of authorization only, is this a partition and/or disaggregation?
- 5) Does this filing request a waiver of the Commission's rules? No
- 6) Are attachments being filed with this application? Yes
- 7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
- 7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

#### Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock if required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: Voluntary

#### Licensee/Assignor Information

10a) Taxpayer Identification Numb	er.		(10b) SGIN: 000
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individua	al): Georgia RSA	No. 2 Limited Partner	ship
13) Attention To: Charles Feather	stun		
14) P.O. Box:	And / Or	15) Street Address: 1155 Peachtree Street, N.E., Suite 1700	
16) City: Atlanta		17) State: GA	18) Zip: 30309-3610
19) Telephone Number: (404)249-	3855	20) FAX: (404)249-56	64
21) E-Mail Address: Charles.Feat	herstun@bellso	uth.com	

## 22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

MKSCE. I	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

#### Transferor Information (for transfers of control only)

23a) Taxpayer Identification Num	ber:		23b) SGIN: 000	
24) First Name (if individual):	MI:	Last Name:	Suffix:	
25) Entity Name (if not an individu	ıal): BellSouth C	Corporation		
26) P.O. Box:	And / Or	27) Street Address: 11	27) Street Address: 1155 Peachtree Street, N.E., Suite 1700	
28) City: Atlanta		29) State: GA	30) Zip: 30309-3610	
31) Telephone Number: (404)249	-3855	32) FAX: (404)249-566	64	
33) E-Mail Address: Charles.Fea	therstun@bells	outh.com		

## Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Charles	MI: P	Last Name: Featherstun	Suffix:
35) Company Name: BellSout	th Corporation		
36) P.O. Box:	And / Or	37) Street Address: 1155 Peacht	ree Street, N.E., Suite 1700
38) City: Atlanta		39) State: GA	40) Zip: 30309-3610
41) Telephone Number: (404)2	249-3855	42) FAX: (404)249-5664	
43) E-Mail Address: Charles.F	eatherstun@bells	south.com	

## Assignee/Transferee Information

44) The Assignee is a(n): Limited	Liability Corpora	ation	
45a) Taxpayer Identification Numb	er:		45b) SGIN: 000
46) First Name (if individual):	MI;	Last Name:	Suffix:
47) Entity Name (if other than indiv	ridual): Alloy LLC		
48) Name of Real Party in Interest:			49) TIN:
50) Attention To:			
51) P.O. Box:	And / Or	52) Street Address: 115	5 Peachtree St., N.E., Ste. 1700
53) City: Atlanta		54) State: GA	55) Zip: <b>3030</b> 9
56) Telephone Number: (404)249-	3855	57) FAX: (404)249-5664	
58) E-Mail Address: charles.feath	erstun@bellsout	th.com	

## Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

•		•	,
59) First Name: Charles	Mt:	Last Name: Featherstun	Suffix:
60) Company Name:			
61) P.O. Box:	And / Or	62) Street Address: 1155 Peachtree	St., N.E., Ste. 1700
63) City: Atlanta		64) State: GA	65) Zip: <b>3030</b> 9
66) Telephone Number: (404)24	9-3855	67) FAX: (404)249-5664	
68) E-Mail Address: charles.fea	therstun@bellsou	th.com	

#### Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

## **Basic Qualification Questions**

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee of Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

## 78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			!

## **Assignor/Transferor Certification Statements**

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transferred until the consent of the required because the transaction	e Federal Communicat is subject to streamline	e authorization will not be assigned or that consistence commission has been given, or (2) that ed notification procedures for proforma assing and Order, 13 FCC Rcd. 6293(1998).	at prior Commission consent is no
		ts made in this application and in the exhibit application, and are true, complete, correct,	
79) Typed or Printed Name of Pa	rty Authorized to Sign		
First Name: Charles	MI: P	Last Name: Featherstun	Suffix:
80) Title: Duly Authorized Empl	oyee		
Signature: Charles P Featherstu	ın	81) Date: 05/04/00	

## Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is no required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998). 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests ar authorization in accordance with this application. 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule. \*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request. 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accured by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment. 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules. 82) Typed or Printed Name of Party Authorized to Sign First Name: Wayne Last Name: Watts Suffix: 83) Title: Secretary 84) Date: 05/04/00 Signature: Wayne Watts

#### Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KNKN950					
WHA749					
WMM658					
WMN587					
WMT687				-	

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION

PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503)

FCC Form 603 Schedule A

# Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Approved by OMB 3060 - 0800 See instructions for public burden estimate

#### **Assignments of Authorization**

## 1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assigno (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

## 2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues	_
Year 2 Gross Revenues   Year 3 Gross Re	venues Total Assets:
(current)	10(4) 100000
	!

#### 3) Certification Statements

#### For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

#### For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Public Traded Corporation, as set out in the applicable FCC rules.

#### For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable

## For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable

#### For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

#### Transfers of Control

#### 4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

## **Certification Statement for Transferees**

Transferee certifies that the answers provided in Item 4 are true and correct.

#### Attachment List

Atta	chment Type	Date	Description	Contents
Othe	r	04/25/00	Lead Application Information	17560500.0.pdf

## **Lead Application Information**

This application is one of a group of applications being filed in connection with the transfer of licenses, which are ultimately held by BellSouth Corporation and SBC Communications Inc., to Alloy LLC. Applicants have designated the transfer of control application being filed concurrently for Abilene SMSA Limited Partnership (call sign KNKA559) as the lead application for the transaction. Accordingly, Applicants hereby incorporate by reference Exhibits 1-3 of the lead application.

# STAMP AND RETUR

FCC 603	Application for Assignments of Authorization	Approved by OMB 3060 - 0800 - See instructions for public burden estimate
		Submitted 05/04/2000 at 06:28PM
		File Number: 0000118633

1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the ECC:	

#### Type of Transaction

3a) Is this a pro forma assignment of authorization or transfer of control? No	
Bb) If the answer to Item 3a is 'Yes', is this a notification of a pro forma transaction being filed under the Commission's forbeard procedures for telecommunications licenses?	ance
4) For assignment of authorization only, is this a partition and/or disaggregation?	
5) Does this filing request a waiver of the Commission's rules? No	
6) Are attachments being filed with this application? Yes	
(a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses he he assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that a included on this form and for which Commission approval is required? Yes	
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that notuded on this form and for which Commission approval is required? Yes	are not

## **Transaction Information**

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: Voluntary

## Licensee/Assignor Information

10a) Taxpayer Identification Number:			10b) SGIN: 000
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): C	eorgia RSA	No. 3 Limited Partnersl	hip
13) Attention To: Charles Featherstur	l		
14) P.O. Box:	And / Or	15) Street Address: 1155 Peachtree Street, N.E. Suite 1700	
16) City: Atlanta		17) State: GA	18) Zip: 30309-3610
19) Telephone Number: (404)249-385	5	20) FAX: (404)249-56	64
21) E-Mail Address: Charles.Feathers	tun@bellsou	rth.com	

#### 22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

23a) Taxpayer Identification Numb	er:		23b)*SGIN: 000	
24) First Name (if individual):	MI:	Last Name:	Suffix:	
25) Entity Name (if not an individu	al): BellSouth C	orporation		and the same of th
26) P.O. Box:	And / Or	27) Street Address: 1155 Peachtree Street, N.E., Suite 1700		
28) City: Atlanta		29) State: GA	30) Zip: 30309-3610	
31) Telephone Number: (404)249	3855	32) FAX: (404)249-566	34	
33) E-Mail Address: Charles.Feat	herstun@bellsc	outh.com		

## Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Charles	MI: P	Last Name: Featherstun	Suffix:
35) Company Name: BellSout	h Corporation		
36) P.O. Box:	And / Or	37) Street Address: 1155 Peachtr	reet Street, N.E., Suite 1700
38) City: Atlanta		39) State: GA	40) Zip: 30309-3610
41) Telephone Number: (404)2	49-3855	42) FAX: (404)249-5664	
43) E-Mail Address: Charles.F	eatherstun@bells	south.com	

## Assignee/Transferee Information

45a) Taxpayer Identification Number	er:		45b) SGIN: 000	
46) First Name (if individual):	MI:	Last Name:	Suffix:	
47) Entity Name (if other than indivi	idual): Alloy LLC			
48) Name of Real Party in Interest:			49) TIN:	
50) Attention To:				
51) P.O. Box:	And / Or	52) Street Address: 115	5 Peachtree St., N.E., Ste. 1700	
53) City: Atlanta		54) State: GA	55) Zip: <b>3030</b> 9	
56) Telephone Number: (404)249-3	8855	57) FAX: (404)249-5664		
58) E-Mail Address: charles.feathe	erstun@bellsout	h.com		

## Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Charles	Mi:	Last Name: Featherstun	Suffix:
60) Company Name:			
61) P.O. Box:	And / Or	62) Street Address: 1155 Peachtree St., N.E., Ste. 1700	
63) City: Atlanta		64) State: GA	65) Zip: <b>3030</b> 9
66) Telephone Number: (404)24	19-3855	67) FAX: (404)249-5664	
68) E-Mail Address: charles.fea	atherstun@bellsou	th.com	

## **Alien Ownership Questions**

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

## **Basic Qualification Questions**

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If "Yes", attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

## 78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

IRACE.	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

## **Assignor/Transferor Certification Statements**

transferred until the consent of the Fe	deral Communicat	authorization will not be assigned or that con ions Commission has been given, or (2) that do notification procedures for pro forma assignment of the condition	prior Commission consent is not
2) The Assignor or Transferor certifies	that all statement	s made in this application and in the exhibits, pplication, and are true, complete, correct, ar	
79) Typed or Printed Name of Party A	uthorized to Sign		
First Name: Charles	MI: P	Last Name: Featherstun	Suffix:
80) Title: Duly Authorized Employee			
Signature: Charles P Featherstun 81) Date: 05/04/00			

Assignee/Transferee Certification Statements

The Assignee or Transferee certifies either (1) that the authorizations from transferred until the consent of the Federal Communications Communications the transaction is subject to streamlined notification telecommunications carriers See Memorandum Opinion and Order	mission has been given, or (2) that prior Commission consent is no tion procedures for pro forma assignments and transfers by
The Assignee or Transferee waives any claim to the use of any the regulatory power of the United States because of the previous authorization in accordance with this application.	particular frequency or of the electromagnetic spectrum as against use of the same, whether by license or otherwise, and requests an
3) The Assignee or Transferee certifies that grant of this application any pertinent cross-ownership, attribution, or spectrum cap rule.*  *If the applicant has sought a waiver of any such rule in connection outcome of the waiver request.	•
4) The Assignee or Transferee agrees to assume all obligations an under the subject authorization(s), unless the Federal Communicat allows, except for liability for any act done by, or any right accured lessignor or Transferor prior to this assignment.	tions Commission pursuant to a request made herein otherwise
5) The Assignee or Transferee certifies that all statements made in incorporated by reference are material, are part of this application,	
6) The Assignee or Transferee certifies that neither it nor any other pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U of a controlled substance. See Section 1.2002(b) of the rules, 47 C used in this certification.	J.S.C § 862, because of a conviction for possession or distribution
7) The applicant certifies that it either (1) has an updated Form 602 simultaneously with this application, or (3) is not required to file For	
82) Typed or Printed Name of Party Authorized to Sign	
First Name: Wayne MI: Las	st Name: Watts Suffix:
83) Title: Secretary	
Signature: Wayne Watts 84)	) Date: 05/04/00
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REPERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFI	EVOCATION OF ANY STATION LICENSE OR CONSTRUCTION

## Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KNKN765					
WHD268					
WHD269					
WHD270					
WMM714					
WMS432					
WMS703					
WMV897					

FCC Form 603 Schedule A

# Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Approved by OMB 3060 - 0800 See instructions for public burden estimate

#### Assignments of Authorization

### 1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

#### 2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
(			<u> </u>

#### 3) Certification Statements

#### For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

#### For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

#### For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

## For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

#### For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

#### **Transfers of Control**

#### 4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

#### **Certification Statement for Transferees**

Transferee certifies that the answers provided in Item 4 are true and correct

#### **Attachment List**

Attachment Type	Date	Description	Contents
Other	04/25/00	Lead Application Information	17560514.0.pdf

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## Lead Application Information

This application is one of a group of applications being filed in connection with the transfer of licenses, which are ultimately held by BellSouth Corporation and SBC Communications Inc., to Alloy LLC. Applicants have designated the transfer of control application being filed concurrently for Abilene SMSA Limited Partnership (call sign KNKA559) as the lead application for the transaction. Accordingly, Applicants hereby incorporate by reference Exhibits 1-3 of the lead application.

STAMP AND RETUR

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate
		Submitted 05/04/2000 at 06:39PM
		File Number: 0000118619

1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

#### Type of Transaction

- 3a) Is this a pro forma assignment of authorization or transfer of control? No
- 3b) If the answer to Item 3a is 'Yes', is this a notification of a pro forma transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
- 4) For assignment of authorization only, is this a partition and/or disaggregation?
- 5) Does this filing request a waiver of the Commission's rules? No
- 6) Are attachments being filed with this application? Yes
- 7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
- 7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

#### **Transaction Information**

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock tf required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: Voluntary

#### Licensee/Assignor Information

10a) Taxpayer Identification Number			10b) SGIN: 000
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual):	Huntsville N	ISA Limited Partnershi	p
13) Attention To: Charles Feathersto	ın		
14) P.O. Box:	And / Or	15) Street Address: 1	155 Peachtree Street, N.E., Suite 1700
16) City: Atlanta		17) State: GA	[18] Zip: <b>30309-3610</b>
19) Telephone Number: (404)249-38	55	20) FAX: (404)249-56	64
21) E-Mail Address: Charles.Feathe	rstun@bellso	outh.com	

#### 22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

23a) Taxpayer Identification Numb	er:		23b)-SGIN: 000
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individu	al): BellSouth C	orporation	
26) P.O. Box:	And / Or	27) Street Address: 11	55 Peachtree Street, N.E., Suite 1700
28) City: Atlanta		29) State: GA	[30] Zip: 30309-3610
31) Telephone Number: (404)249-	3855	32) FAX: (404)249-566	64
33) E-Mail Address: Charles.Feat	herstun@bellsc	outh.com	

## Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Charles MI: P		Last Name: Featherstun	Suffix:		
35) Company Name: BellSoutl	h Corporation				
36) P.O. Box:	And / Or	37) Street Address: 1155 Peachtree Street, N.E., Suite 1700			
38) City: Atlanta		39) State: GA 40) Zip: 30309-3610			
41) Telephone Number: (404)2	49-3855	42) FAX: (404)249-5664			
43) E-Mail Address: Charles.Fe	eatherstun@bells	outh.com			

## Assignee/Transferee Information

44) The Assignee is a(n): Limited I	Liability Corpora	tion	
45a) Taxpayer Identification Number	er:		45b) SGIN: 000
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than indiv	idual): Alloy LLC		
48) Name of Real Party in Interest:			49) TIN:
50) Attention To:			
51) P.O. Box:	And / Or	52) Street Address: 1155	5 Peachtree St., N.E., Ste. 1700
53) City: Atlanta		54) State: GA	[55) Zip: <b>30309</b>
56) Telephone Number: (404)249-	3855	57) FAX: (404)249-5664	
58) E-Mail Address: charles.feath	erstun@bellsout	h.com	

## Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Charles	MI:	Last Name: Featherstun	Suffix:
60) Company Name:			
61) P.O. Box:	And / Or	62) Street Address: 1155 Peachtree	St., N.E., Ste. 1700
63) City: Atlanta		64) State: GA	65) Zip: 30309
66) Telephone Number: (404)249-3855		67) FAX: (404)249-5664	
68) E-Mail Address: charles.fea	therstun@bellsou	th.com	

## **Alien Ownership Questions**

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

## **Basic Qualification Questions**

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

## 78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

ikace: i	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

## **Assignor/Transferor Certification Statements**

transferred until the consent of the required because the transaction is	Federal Communicat s subject to streamline	authorization will not be assigned or that co tions Commission has been given, or (2) tha ed notification procedures for pro forma assi n and Order, 13 FCC Rcd. 6293(1998).	t prior Commission consent is not
		is made in this application and in the exhibits pplication, and are true, complete, correct, a	
79) Typed or Printed Name of Part	y Authorized to Sign		
First Name: Charles	MI: P	Last Name: Featherstun	Suffix:
80) Title: Duly Authorized Emplo	yee		
Signature: Charles P Featherstun 81) Date: 05/04/00			

**Assignee/Transferee Certification Statements** 

The Assignee or Transferee certifies either (1) the transferred until the consent of the Federal Communication decause the transaction is subject to streat telecommunications carriers See Memorandum Operations.	inications Co amlined notif	ommission has been given, or (2) that prior Comn ication procedures for <i>pro forma</i> assignments and	nission consent is not	
The Assignee or Transferee waives any claim to the regulatory power of the United States because authorization in accordance with this application.				
3) The Assignee or Transferee certifies that grant of any pertinent cross-ownership, attribution, or spect *If the applicant has sought a waiver of any such ru outcome of the waiver request.	rum cap rule	.*		
4) The Assignee or Transferee agrees to assume a under the subject authorization(s), unless the Fede allows, except for liability for any act done by, or an Assignor or Transferor prior to this assignment.	ral Commun	ications Commission pursuant to a request made	herein otherwise	
5) The Assignee or Transferee certifies that all stat incorporated by reference are material, are part of				
6) The Assignee or Transferee certifies that neither pursuant to Section 5301 of the Anti-Drug Abuse A of a controlled substance. See Section 1.2002(b) of used in this certification.	ct of 1998, 2	1 U.S.C § 862, because of a conviction for posse	ession or distribution	
7) The applicant certifies that it either (1) has an up simultaneously with this application, or (3) is not re-			pdated Form 602	
82) Typed or Printed Name of Party Authorized to Sign				
First Name: Wayne	MI:	Last Name: Watts	Suffix:	
83) Title: Secretary				
Signature: Wayne Watts 84) Date: 05/04/00				

## Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KNKA392					
WLL274					
WLL275					
WLV473					
WLV490					
WMQ598					
WPOM321					

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

FCC Form 603 Schedule A

# Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Approved by OMB 3060 - 0800 See instructions for public burden estimate

#### **Assignments of Authorization**

#### 1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

#### 2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

ı				
1	Year 1 Gross Revenues	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
1	(current)	Teal 2 Gloss Nevellues	Teal 3 Gloss Nevellues	Total Assets.
1	(delitotity)	<u> </u>		
				i

#### 3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

#### For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

#### For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

# For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

#### For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

#### **Transfers of Control**

#### 4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

#### **Certification Statement for Transferees**

Transferee certifies that the answers provided in Item 4 are true and correct.

#### **Attachment List**

Attachment Type	Date	Description	Contents
Other	04/25/00	Lead Application Information	17560541.0.pdf

## **Lead Application Information**

This application is one of a group of applications being filed in connection with the transfer of licenses, which are ultimately held by BellSouth Corporation and SBC Communications Inc., to Alloy LLC. Applicants have designated the transfer of control application being filed concurrently for Abilene SMSA Limited Partnership (call sign KNKA559) as the lead application for the transaction. Accordingly, Applicants hereby incorporate by reference Exhibits 1-3 of the lead application.

FCC 603	Application for Assignments of Authorization	Approved by OMB 3060 - 0800 See instructions for public burden estimate
		Submitted 05/04/2000 at 03:35PM
		File Number: 0000118546

1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

#### Type of Transaction

3a) Is this a pro forma assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation?
5) Does this filing request a waiver of the Commission's rules? No
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are no included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are n included on this form and for which Commission approval is required? Yes

#### **Transaction Information**

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock if required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: Voluntary

#### Licensee/Assignor Information

10a) Taxpayer Identification Numb	ber:		10b) SGIN: 000
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individu	al): Indiana 8, L	L.C.	
13) Attention To: Charles Feathe	rstun		
14) P.O. Box:	And / Or	15) Street Address: 1155 Peachtree Street, N.E., Suite 1700	
16) City: Atlanta		17) State: GA	[18) Zip: 30309-3610
19) Telephone Number: (404)249	-3855	20) FAX: (404)249-566	64
21) E-Mail Address: Charles.Feat	therstun@bells	outh.com	

#### 22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	IHISDADIC OF LATIDO.	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

C11100 2 22 D

23a) Taxpayer Identification Num	ber:	:	23b) SGIN: 000
24) First Name (if Individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individu	al): BellSouth C	Corporation	
26) P.O. Box:	And / Or	27) Street Address: 1155 Peachtree Street, N.E., Suite 1700	
28) City: Atlanta		29) State: GA	30) Zip: 30309-3610
31) Telephone Number: (404)249-3855		32) FAX: (404)249-566	54
33) E-Mail Address: Charles.Fea	therstun@bells	outh.com	

## Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Charles	MI: P	Last Name: Featherstun	Suffix:
35) Company Name: BellSout	h Corporation		
36) P.O. Box: And / Or		37) Street Address: 1155 Peachtree Street, N.E., Suite 1700	
38) City: Atlanta		39) State: GA	40) Zip: 30309-3610
41) Telephone Number: (404)249-3855		42) FAX: (404)249-5664	
43) E-Mail Address: Charles.F	eatherstun@bell:	south.com	

## Assignee/Transferee Information

45a) Taxpayer Identification Numb	er:		45b) SGIN: 000
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than indi-	ridual): Alloy LLC		
48) Name of Real Party in Interest	-		49) TIN:
50) Attention To:			
51) P.O. Box:	And / Or	52) Street Address: 115	5 Peachtree St., N.E., Ste. 1700
53) City: Atlanta		54) State: GA	55) Zip: <b>3030</b> 9
56) Telephone Number: (404)249-	3855	57) FAX: (404)249-5664	
58) E-Mail Address: charles.feath	erstun@bellsout	th.com	

## Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Charles	MI:	Last Name: Featherstun	Suffix:	
60) Company Name:				
61) P.O. Box: And / Or		62) Street Address: 1155 Peachtree St., N.E., Ste. 1700		
63) City: Atlanta		64) State: GA	65) Zip: <b>3030</b> 9	
66) Telephone Number: (404)249-3855		67) FAX: (404)249-5664		
68) E-Mail Address: charles.fea	atherstun@bellsou	rth.com		

#### **Alien Ownership Questions**

	-
69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, o by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

## **Basic Qualification Questions**

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

## 78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic of Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

## **Assignor/Transferor Certification Statements**

transferred until the consent of the required because the transaction	e Federal Communica is subject to streamlin	e authorization will not be assigned or that of tions Commission has been given, or (2) the ed notification procedures for pro forma asson and Order, 13 FCC Rcd. 6293(1998).	at prior Commission consent is no	
		ts made in this application and in the exhibi application, and are true, complete, correct,		
79) Typed or Printed Name of Pa	rty Authorized to Sign			
First Name: Charles	MI; P	Last Name: Featherstun	Suffix:	
80) Title: Duly Authorized Empl	oyee			
Signature: Charles P Feathersto	ın	81) Date: 05/04/00		

## Assignee/Transferee Certification Statements

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for proforma assignments and transfers by telecommunications carriers See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.\*
- \*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accured by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: Wayne MI: Last Name: Watts Suffix:

Signature: Wayne Watts 84) Date: 05/04/00

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

#### **Authorizations To Be Assigned or Transferred**

85) Call	Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KNKN:	40					

FCC Form 603 Schedule A

# Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Approved by OMB 3060 - 0800 See instructions for public burden estimate

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#### **Assignments of Authorization**

### 1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

## 2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

 Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:	
<u>'</u>	<u> </u>	· · · · · · · · · · · · · · · · · · ·	<u> </u>	

#### 3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

#### For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Public Traded Corporation, as set out in the applicable FCC rules.

#### For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

# For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

#### For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

#### **Transfers of Control**

#### 4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

#### Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

#### **Attachment List**

Attachment Type		Description	Contents
Other	04/25/00	Lead Application Information	17560548.0.pdf

## Lead Application Information

This application is one of a group of applications being filed in connection with the transfer of licenses, which are ultimately held by BellSouth Corporation and SBC Communications Inc., to Alloy LLC. Applicants have designated the transfer of control application being filed concurrently for Abilene SMSA Limited Partnership (call sign KNKA559) as the lead application for the transaction. Accordingly, Applicants hereby incorporate by reference Exhibits 1-3 of the lead application.